

Michael T. Mervis (admitted *pro hac vice*)
PROSKAUER ROSE LLP
1585 Broadway
New York, NY 10036
(212) 969-3000

Date: April 28 2003

Attorneys for Defendants

CERTIFICATE OF SERVICE

I, Vincent V. Carissimi, hereby certify that on April 28 2003, I caused a true and correct copy of the foregoing Praecipe and Declarations to be served by depositing the same in the United States Mail, First Class, postage prepaid, addressed to:

George Bochetto, Esquire
Bochetto & Lentz, P.C.
1524 Locust Street
Philadelphia, PA 19102



Vincent V. Carissimi

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

MICHAEL COTTRILL
and
LAWRENCE E. WNOKOWSKI

Plaintiffs

v.

BRITNEY SPEARS
and
ZOMBA RECORDING CORPORATION
ZOMBA ENTERPRISES, INC.
ZOMBA SONGS, INC.
and
JIVE RECORDS
and
WRIGHT ENTERTAINMENT GROUP
and
BMG MUSIC PUBLISHING, INC.

CIVIL ACTION NO. 02 CV 3646

DECLARATION OF JACOB SCHULZE

I, Jacob Schulze, hereby make this declaration under oath based on personal knowledge.

If called to testify, I could and would testify as follows:

1. I am a producer and songwriter. I live and work in Stockholm, Sweden.
2. I have been a professional producer since 1996. I co-wrote and produced the song *Not For Me* for the Backstreet Boys, and the hit *Bye Bye Bye* for N'sync which broke all sales records in the U.S. for the year 2000 and for which I was nominated for a Grammy. I also co-wrote and co-produced most of the songs for the debut album of 5ive, which went to the top of the British charts, and songs for Westlife and Britney Spears.
3. In or around the first week of November, 1999, the song was recorded at Cheiron Studios in Stockholm.
4. Kristian Lundin (the co-producer) and I produced vocals for the track with Britney Spears at recording sessions in Orlando in January 2000 but no material changes were made to the song.

5. My contributions to *Can't Make You Love Me* were entirely original. I did not receive any materials from BMG or Zomba to refer to or copy from in connection with *Can't Make You Love Me*. Additionally, I did not receive any materials from William Kahn, Jeffrey Townes, Lance Lowenstein, or Louis J. Perlman.

6. On March 18, 2003, I listened to a compact disc provided to me by counsel for the defendants in the action that I have been advised is the recording of plaintiff's song *What You See Is What You Get* that was deposited with the United States Copyright Office. To the best of my recollection, I have never heard that song that is on that disc, or any version of it, before. I certainly did not copy from or refer to it in writing *Can't Make You Love Me*.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



Jacob Schulze

15/4-03
Date

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

MICHAEL COTTRILL

and

LAWRENCE E. WNOKOWSKI

Plaintiffs

v.

BRITNEY SPEARS

and

ZOMBA RECORDING CORPORATION

ZOMBA ENTERPRISES, INC.

ZOMBA SONGS, INC.

and

JIVE RECORDS

and

WRIGHT ENTERTAINMENT GROUP

and

BMG MUSIC PUBLISHING, INC.

CIVIL ACTION NO. 02 CV 3646

DECLARATION OF ANDREAS CARLSSON

I, Andreas Carlsson, hereby make this declaration under oath based on personal knowledge. If called to testify, I could and would testify as follows:

1. I am a songwriter. My songs have been administered by Zomba Music Publishers Limited since April 23, 1998 until December 31, 2000. I live and work in Stockholm, Sweden.

2. I have been a professional songwriter since 1997. I have written songs for several major label and best-selling recording artists. I co-wrote the hits *That's The Way It Is*, recorded by Celine Dion, *Bye, Bye, Bye* and *It's Gonna Be Me*, both recorded by N'sync (the latter of which was Number One on the U.S. Charts); *Born To Make You Happy*, recorded by Britney Spears, and several songs for the Backstreet Boys album "Millenium", including *I Want It That Way* (co-written with Max Martin and Kristian Lundin), which reached Number One on the European Charts and was voted one of the best pop songs ever by Rolling Stone Magazine and for which I was nominated for a Grammy. Overall, songs I have written or co-written have sold over 100 million copies.

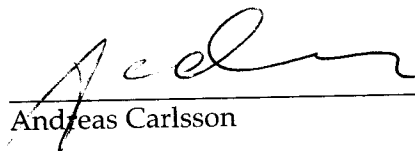
3. In August of 1999, I, along with Kristian Lundin and Max Martin, wrote a song entitled *Can't Make You Love Me*. We wrote the song specifically for Britney Spears.

4. In or around the first week of November, 1999, the song was recorded at Cheiron Studios in Stockholm.

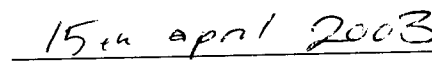
5. My contributions to *Can't Make You Love Me* were entirely original. In writing that composition, I did not copy from or refer to any other song. I did not receive any materials from BMG or Zomba to refer to or copy from in connection with *Can't Make You Love Me*. Additionally, I did not receive any materials from William Kahn, Jeffrey Townes, Lance Lowenstein, or Louis J. Perlman.

6. On March 18, 2003, I listened to a compact disc provided to me by defendants' counsel, which I understand contains the recording of the plaintiffs' song *What You See Is What You Get* that was deposited with the United States Copyright Office. To the best of my recollection, I have never heard that song that is on that disc, or any version of it, before. I certainly did not copy from or refer to it in writing *Can't Make You Love Me*.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



Andreas Carlsson



Date

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

MICHAEL COTTRILL
and
LAWRENCE E. WNOKOWSKI

Plaintiffs

v.

BRITNEY SPEARS
and
ZOMBA RECORING CORPORATION
ZOMBA ENTERPRISES, INC.
ZOMBA SONGS, INC.
and
JIVE RECORDS
and
WRIGHT ENTERTAINMNET GROUP
and
BMG MUSIC PUBLISHING, INC.

CIVIL ACTION NO. 02 CV 3646

DECLARATION OF KRISTIAN LUNDIN

I, Kristian Lundin, hereby make this declaration under oath based on personal knowledge. If called to testify, I could and would testify as follows:

1. I am a songwriter and producer. My songs have been administered by Zomba Music Publishers Limited since December 20, 1996 until December 31, 2000. I live and work in Stockholm, Sweden.

2. I have been a professional songwriter and producer since 1996. I have written and produced songs for several major label and best-selling recording artists. I co-wrote and produced several songs for The Backstreet Boys, including the hits *Quit Playing Games With My Heart*, *Larger than Life*, *As Long As You Love Me*, *Show Me The Meaning (Of Being Lonely)*, *Not for Me*, and *I Want It That Way*, which reached Number One on the European Charts, was voted one of the best pop songs ever by Rolling Stone Magazine. I co-wrote and produced Britney Spears hit *Born to Make You Happy*, the Celine Dion hit *That's The Way It Is*, the N'sync hit *Bye Bye Bye*, and numerous other songs. I have received two Grammy nominations (for *Bye Bye Bye* and *I Want It That Way*), and won four Diamond Awards from the Recording Industry Association of America (signifying 10 million record sales). Overall, songs I have written or co-written have sold over 100 million copies.

3. In August of 1999, I, along with Andreas Carlsson and Max Martin, wrote a song entitled *Can't Make You Love Me*. We wrote the song specifically for Britney Spears.

4. In or around the first week of November, 1999, the song was recorded at Cheiron Studios in Stockholm.

5. Jacob Schulze (the co-producer) and I produced vocals for the track with Britney Spears at recording sessions in Orlando in January 2000 but no material changes were made to the song.

6. My contributions to *Can't Make You Love Me* were entirely original. In writing that composition, I did not copy from or refer to any other song. I did not receive any materials from BMG or Zomba to refer to or copy from in connection with *Can't Make You Love Me*. Additionally, I did not receive any materials from William Kahn, Jeffrey Townes, Lance Lowenstein, or Louis J. Perlman.

7. On March 18, 2003, I listened to a compact disc provided to me by counsel for the defendants in the action that I have been advised is the recording of plaintiff's song *What You See Is What You Get* that was deposited with the United States Copyright Office. To the best of my recollection, I have never heard that song that is on that disc, or any version of it, before. I certainly did not copy from or refer to it in writing *Can't Make You Love Me*.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



Kristian Lundin



Date